June 19, 2001

PaineWebber Incorporated 109 North Post Oak Lane Houston, Texas 77024 Attention: Rocky Emery

Enron Corp.
P. O. Box 1188
Houston, Texas 77251-1188
Attention: Rex R. Rogers

RE: Termination Notice: Jeffrey K. Skilling Sales Plan Dated November 15, 2000

Dear Sirs:

Please be advised that, effective as of the above date, June 19, 2001, I am terminating my Sales Plan dated November 15, 2001 (a copy of which is attached hereto). Please discontinue any further sales pursuant to the Plan as of such date. Thank you.

Very truly yours,

Jeffrey K. Skilling

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GOVERNMENT EXHIBIT 3765

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